

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	) Chapter 11
	)
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	) Case No. 01-01139 (KJC)
	) (Jointly Administered)
Debtors.	)
	) Hearing Date: October 14, 2014, at 10:00 a.m.
	) Objection Deadline: July 7, 2014, at 4:00 p.m.

**FINAL FEE APPLICATION OF REED SMITH LLP, SPECIAL ASBESTOS  
PRODUCTS LIABILITY DEFENSE COUNSEL TO THE DEBTORS, FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD APRIL 2, 2001 THROUGH FEBRUARY 3, 2014 AND  
APPROVAL OF POST-EFFECTIVE DATE FEES AND EXPENSES  
RELATING TO FEE APPLICATIONS**

Name of Applicant:	<u>REED SMITH LLP</u>
Authorized to Provide Professional Services to:	<u>W.R. Grace &amp; Co., et al., Debtors and Debtors in Possession</u>
Date of Retention:	<u>Retention Order entered July 19, 2001, effective as of April 2, 2001</u>

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food =N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Period for which compensation and reimbursement is sought:

April 2, 2001 Through February 3, 2014

Amount of Compensation sought as actual, reasonable and necessary:

\$18,029,661.35

Amount of Expense Reimbursement sought as actual, reasonable and necessary:

\$2,056,764.13

Amount of Post-Effective Date Fees sought:

\$20,556.60 (plus an additional amount not to exceed \$12,000)

This is a:

Final Fee Application

## Prior Monthly Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
August 28, 2001 (1 <sup>st</sup> )	4/2/01 – 7/31/01	\$40,583.00	\$356.92	\$40,583.00	\$356.92
September 27, 2001 (2 <sup>nd</sup> )	8/1/01 – 8/31/01	\$90,113.00	\$4,048.11	\$90,113.00	\$4,048.11
October 26, 2001 (3 <sup>rd</sup> )	9/1/01 – 9/30/01	\$155,084.00	\$6,971.66	\$155,084.00	\$6,971.66
November 27, 2001 (4 <sup>th</sup> )	10/1 – 10/31/01	\$229,036.50	\$10,314.97	\$229,036.50	\$10,314.97
December 26, 2001 (5 <sup>th</sup> )	11/1 – 11/30/01	\$216,703.50	\$22,667.19	\$216,703.50	\$22,667.19
January 30, 2002 (6 <sup>th</sup> )	12/1 – 12/31/01	\$152,288.00	\$43,025.11	\$143,389.50 <sup>2</sup>	\$36,432.02 <sup>3</sup>
March 1, 2002 (7 <sup>th</sup> )	1/1 – 1/31/02	\$152,389.50	\$45,525.87	\$152,389.50	\$45,525.87
March 28, 2002 (8 <sup>th</sup> )	2/1 – 2/28/02	\$115,694.50	\$39,388.59	\$115,694.50	\$39,388.59
May 2, 2002 (9 <sup>th</sup> )	3/1 – 3/31/02	\$95,617.50	\$49,224.63	\$92,003.00 <sup>4</sup>	\$49,224.63
May 28, 2002 (10 <sup>th</sup> )	4/1 – 4/30/02	\$125,169.50	\$44,498.12	\$125,169.50	\$44,498.12
July 1, 2002 (11 <sup>th</sup> )	5/1 – 5/31/02	\$186,811.50	\$88,641.73	\$186,811.50	\$88,641.73
August 6, 2002	6/1 – 6/30/02	\$167,414.75 <sup>5</sup>	\$26,462.86	\$167,334.75 <sup>6</sup>	\$26,462.86

<sup>2</sup> In the first and second quarterly periods, the Court reduced Reed Smith's total fees by \$8,898.50. This reduction is noted in the last month of that period (December 2001).

<sup>3</sup> In the first and second quarterly periods, the Court reduced Reed Smith's total expenses by \$6,593.09. This reduction is noted in the last month of that period (December 2001).

<sup>4</sup> In the fourth quarterly period, the Court reduced Reed Smith's total fees by \$3,614.50. This reduction is noted in the last month of that period (March 2002).

<sup>5</sup> While preparing this Application, Reed Smith discovered that it requested an incorrect amount in its fifth quarterly fee application. Reed Smith should have requested \$478,189.75 and not \$478,463.75, a difference of \$274.00. Therefore, Reed Smith voluntarily reduces the amount requested in this Application by \$274.00.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
(12 <sup>th</sup> )					
September 9, 2002 (13 <sup>th</sup> )	7/1 – 7/31/02	\$113,523.25	\$7,897.17	\$113,523.25	\$7,897.17
October 1, 2002 (14 <sup>th</sup> )	8/1 – 8/31/02	\$183,876.75	\$18,631.51	\$183,876.75	\$18,631.51
November 1, 2002 (15 <sup>th</sup> )	9/1 – 9/30/02	\$205,975.00	\$12,810.65	\$205,088.50 <sup>7</sup>	\$12,810.65
November 29 , 2002 (16 <sup>th</sup> )	10/1 – 10/31/02	\$172,838.75	\$34,384.69	\$172,838.75	\$34,384.69
December 30, 2002 (17 <sup>th</sup> )	11/1 – 11/30/02	\$115,576.00	\$12,630.85	\$115,576.00	\$12,630.85
January 30, 2003 (18 <sup>th</sup> )	12/1 – 12/31/02	\$36,744.50	\$16,310.05	\$36,624.50 <sup>8</sup>	\$16,310.05
March 6, 2003 (19 <sup>th</sup> )	1/1 – 1/31/03	\$123,884.00	\$3,760.28	\$123,884.00	\$3,760.28
April 2, 2003 (20 <sup>th</sup> )	2/1 – 2/28/03	\$233,867.50	\$21,251.46	\$233,867.50	\$21,251.46
May 7, 2003 (21 <sup>st</sup> )	3/1 – 3/31/03	\$124,350.00	\$30,380.42	\$124,316.50 <sup>9</sup>	\$27,991.33 <sup>10</sup>
June 4, 2003 (22 <sup>nd</sup> )	4/1-4/30/03	\$223,770.50	\$19,411.28	\$223,770.50	\$19,411.28
July 2, 2003 (23 <sup>rd</sup> )	5/1-5/31/03	\$190,688.00	\$22,314.08	\$190,688.00	\$22,397.08

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<sup>6</sup> In the fifth quarterly period, the Court previously reduced Reed Smith's fees by \$80.00. This reduction is noted in the last month of that period (June 2002).

<sup>7</sup> In the sixth quarterly period, the Court reduced Reed Smith's fees by \$886.50. This reduction is noted in the last month of that period (September 2002).

<sup>8</sup> In the seventh quarterly period, the Court reduced Reed Smith's fees by \$120.00. This reduction is noted in the last month of that period (December 2002)

<sup>9</sup> In the eighth quarterly period, the Court reduced Reed Smith's fees by \$33.50. This reduction is noted in the last month of that period (March 2003).

<sup>10</sup> In the eighth quarterly period, the Court reduced Reed Smith's expenses by \$2,389.09. This reduction is noted in the last month of that period (March 2003).

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
July 31, 2003 (24 <sup>th</sup> )	6/1-6/30/03	\$165,837.25	\$18,778.12	\$165,837.25	\$18,610.89 <sup>11</sup>
August 29, 2003 (25 <sup>th</sup> )	7/1-7/31/03	\$202,033.50	\$13,132.57	\$202,033.50	\$13,132.57
October 2, 2003 (26 <sup>th</sup> )	8/1-8/31/03	\$155,275.50	\$5,526.19	\$155,275.50	\$5,526.19
October 28, 2003 (27 <sup>th</sup> )	9/1-9/30/03	\$32,877.00	\$5,836.88	\$32,877.00	\$5,836.34 <sup>12</sup>
November 28, 2003 (28 <sup>th</sup> )	10/1-10/31/03	\$20,656.50	\$3,553.00	\$20,656.50	\$3,553.00
December 29, 2003 (29 <sup>th</sup> )	11/1-11/30/03	\$16,642.50	\$352.73	\$16,642.50	\$352.73
February 4, 2004 (30 <sup>th</sup> )	12/1-12/31/03	\$9,795.00	\$1,332.05	\$9,795.00	\$1,332.05
March 10, 2004 (31 <sup>st</sup> )	1/1/04-1/31/04	\$21,531.00	\$85.71	\$21,531.00	\$85.71
April 8, 2004 (32 <sup>nd</sup> )	2/1/04-2/29/04	\$21,116.00	\$2,537.94	\$21,116.00	\$2,537.94
May 7, 2004 (33 <sup>rd</sup> )	3/1/04-3/31/04	\$11,113.00	\$442.16	\$11,113.00	\$442.16
June 8, 2004 (34 <sup>th</sup> )	4/1/04-4/30/04	\$16,495.50	\$41.08	\$16,495.50	\$41.08
July 2, 2004 (35 <sup>th</sup> )	5/1/04-5/31/04	\$41,085.00	\$2,386.50	\$41,085.00	\$2,386.50
August 2, 2004 (36 <sup>th</sup> )	6/1/04-6/30/04	\$28,692.50	\$725.43	\$28,692.50	\$725.43
September 3, 2004 (37 <sup>th</sup> )	7/1/04-7/31/04	\$13,176.50	\$328.55	\$13,176.50	\$328.55
October 5, 2004 (38 <sup>th</sup> )	8/1/04-8/31/04	\$11,792.00	\$1,500.03	\$11,792.00	\$1,500.03

<sup>11</sup> In the ninth quarterly period, the Court reduced Reed Smith's expenses by \$167.23. This reduction is noted in the last month of that period (June 2003).

<sup>12</sup> Due to typographical errors in the Fee Auditor's Final Report for Reed Smith's quarterly fee application (D.I. 5070) and Court's corresponding tenth quarterly fee order (D.I. 5482), Reed Smith's expenses were reduced by \$0.64. This reduction is noted in the last month of that period (September 2003).

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
October 28, 2004 (39 <sup>th</sup> )	9/1/04-9/30/04	\$22,618.00	\$97.76	\$22,618.00	\$97.76
November 29, 2004 (40 <sup>th</sup> )	10/1-10/31/04	\$127,040.00	\$2,710.20	\$127,040.00	\$2,710.20
January 7, 2005 (41 <sup>st</sup> )	11/1-11/30/04	\$29,207.50	\$1,858.91	\$29,207.50	\$1,858.91
February 9, 2005 (42 <sup>nd</sup> )	12/1-12/31/04	\$123,722.25	\$2,596.89	\$123,722.25	\$2,596.89
March 1, 2005 (43 <sup>rd</sup> )	1/1 – 1/31/05	\$112,761.00	\$3,520.69	\$112,761.00	\$3,520.69
March 29, 2005 (44 <sup>th</sup> )	2/1 – 2/28/05	\$40,738.00	\$2,719.01	\$40,738.00	\$2,719.01
April 28, 2005 (45 <sup>th</sup> )	3/1 – 3/31/05	\$22,165.50	\$281.04	\$22,165.50	\$281.04
May 31, 2005 (46 <sup>th</sup> )	4/1 – 4/30/05	\$27,745.00	\$373.42	\$27,745.00	\$373.42
June 30, 2005 (47 <sup>th</sup> )	5/1 – 5/31/05	\$48,125.50	\$1,444.96	\$48,125.50	\$1,444.96
August 2, 2005 (48 <sup>th</sup> )	6/1 – 6/30/05	\$53,677.50	\$2,901.34	\$53,677.50	\$2,901.34
August 31, 2005 (49 <sup>th</sup> )	7/1 – 7/31/05	\$67,024.00	\$4,443.37	\$67,024.00	\$4,443.37
September 28, 2005 (50 <sup>th</sup> )	8/1 – 8/31/05	\$85,391.00	\$2,308.20	\$85,391.00	\$2,308.20
October 28, 2005 (51 <sup>st</sup> )	9/1 – 9/30/05	\$75,564.50	\$1,333.69	\$75,564.50	\$1,333.69
October, 2005 (52 <sup>nd</sup> )	10/1 – 10/31/05	\$100,140.00	\$2,209.06	\$100,140.00	\$2,209.06
November, 2005 (53 <sup>rd</sup> )	11/1 – 11/30/05	\$73,829.00	\$2,476.74	\$73,829.00	\$2,476.74
December, 2005 (54 <sup>th</sup> )	12/1 – 12/31/05	\$132,709.00	\$9,322.91	\$132,709.00	\$9,322.91
March 6, 2006 (55 <sup>th</sup> )	1/1/06-1/31/06	\$179,492.75	\$7,814.56	\$179,492.75	\$7,814.56
March 28, 2006 (56 <sup>th</sup> )	2/1/06–2/28/06	\$121,127.50	\$2,113.02	\$121,127.50	\$2,113.02
April 28, 2006	3/1/06–3/31/06	\$138,244.50	\$8,928.17	\$138,244.50	\$8,928.17

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
(57 <sup>th</sup> )					
May 30, 2006 (58 <sup>th</sup> )	4/1/06-4/30/06	\$258,539.00	\$3,990.53	\$258,539.00	\$3,990.53
June 28, 2006 (59 <sup>th</sup> )	5/1/06-5/31/06	\$187,688.50	\$7,066.20	\$187,688.50	\$7,066.20
August 1, 2006 (60 <sup>th</sup> )	6/1/06-6/30/06	\$290,925.50	\$7,211.50	\$290,781.50 <sup>13</sup>	\$4,373.25 <sup>14</sup>
September 1, 2006 (61 <sup>st</sup> )	7/1/06-7/31/06	\$318,207.00	\$5,751.93	\$318,207.00	\$5,751.93
September 28, 2006 (62 <sup>nd</sup> )	8/1/06-8/3/06	\$431,035.00	\$19,258.20	\$431,035.00	\$19,258.20
October 30, 2006 (63 <sup>rd</sup> )	9/1/06-9/30/06	\$214,071.00	\$8,718.91	\$212,985.00 <sup>15</sup>	\$8,718.91
November 28, 2006 (64 <sup>th</sup> )	10/1/06-10/31/06	\$253,411.00	\$3,957.53	\$253,411.00	\$3,957.53
January 4, 2007 (65 <sup>th</sup> )	11/1/06-11/30/06	\$269,985.00	\$10,276.93	\$269,985.00	\$10,276.93
January 30, 2007 (66 <sup>th</sup> )	12/1/06-12/31/06	\$449,619.00	\$13,006.42	\$449,619.00	\$12,856.42 <sup>16</sup>
March 2, 2007 (67 <sup>th</sup> )	1/1/07-1/31/07	\$451,799.50	\$10,807.56	\$451,799.50	\$10,807.56
March 28, 2007 (68 <sup>th</sup> )	2/1/07-2/28/07	\$571,452.50	\$26,064.65	\$571,452.50	\$26,064.65
May 1, 2007	3/1/07-3/31/07	\$612,334.00	\$21,618.02	\$612,247.00 <sup>17</sup>	\$21,369.02 <sup>18</sup>

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<sup>13</sup> In the twenty-first quarterly period, the Court reduced Reed Smith's fees by \$144.00. This reduction is noted in the last month of that period (June 2006).

<sup>14</sup> In the twenty-first quarterly period, the Court reduced Reed Smith's expenses by \$2,838.25. This reduction is noted in the last month of that period (June 2006).

<sup>15</sup> In the twenty-second quarterly period, the Court reduced Reed Smith's fees by \$1,086.00. This reduction is noted in the last month of that period (September 2006).

<sup>16</sup> In the twenty-third quarterly period, the Court reduced Reed Smith's expenses by \$150.00. This reduction is noted in the last month of that period (December 2006).

<sup>17</sup> In the twenty-fourth quarterly period, the Court reduced Reed Smith's fees by \$87.00. This reduction is noted in the last month of that period (March 2007).

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
(69 <sup>th</sup> )					
May 30, 2007 (70 <sup>th</sup> )	4/1/07 – 4/30/07	\$659,653.00	\$95,262.97	\$659,653.00	\$95,262.97
June 29, 2007 (71 <sup>st</sup> )	5/1/07 – 5/31/07	\$381,244.00	\$76,304.87	\$381,244.00	\$76,304.87
July 30, 2007 (72 <sup>nd</sup> )	6/1/07 – 6/30/07	\$285,417.50	\$25,072.31	\$285,417.50	\$24,963.31 <sup>19</sup>
August 30, 2007 (73 <sup>rd</sup> )	7/1/07 – 7/31/07	\$565,946.00	\$27,946.57	\$565,946.00	\$27,946.57
September 28, 2007 (74 <sup>th</sup> )	8/1/07 – 8/30/07	\$341,805.00	\$30,377.98	\$340,772.50 <sup>20</sup>	\$30,339.98 <sup>21</sup>
October 30, 2007 (75 <sup>th</sup> )	9/1/07 – 9/30/07	\$266,475.00	\$47,419.66	\$266,475.00	\$47,419.66
November 29, 2007 (76 <sup>th</sup> )	10/1/07 – 10/31/07	\$425,753.50	\$56,702.47	\$425,753.50	\$56,702.47
December 31, 2007 (77 <sup>th</sup> )	11/1/07 – 11/30/07	\$346,948.50	\$28,452.97	\$346,948.50	\$28,452.97
February 1, 2008 (78 <sup>th</sup> )	12/1/07 – 12/31/07	\$328,899.50	\$6,684.25	\$328,899.50	\$6,684.25
February 29, 2008 (79 <sup>th</sup> )	1/1/08 – 1/31/08	\$190,026.50	\$66,680.87	\$190,026.50	\$66,680.87
March 28, 2008 (80 <sup>th</sup> )	2/1/08 – 2/29/08	\$164,778.50	\$6,812.83	\$164,778.50	\$6,812.83
April 29, 2008 (81 <sup>st</sup> )	3/1/08 – 3/31/08	\$196,624.00	\$7,770.05	\$196,624.00	\$7,770.05

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<sup>18</sup> In the twenty-fourth quarterly period, the Court reduced Reed Smith's expenses by \$249.00. This reduction is noted in the last month of that period (March 2007).

<sup>19</sup> In the twenty-fifth quarterly period, the Court reduced Reed Smith's expenses by \$109.00. This reduction is noted in the last month of that period (June 2007).

<sup>20</sup> In the twenty-sixth quarterly period, the Court reduced Reed Smith's fees by \$1,032.50. This reduction is noted in the last month of that period (Sept. 2007).

<sup>21</sup> In the twenty-sixth quarterly period, the Court reduced Reed Smith's expenses by \$38.00. This reduction is noted in the last month of that period (Sept. 2007).



Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
May 28, 2008 (82 <sup>nd</sup> )	4/1/08 - 4/30/08	\$265,172.00	\$14,840.69	\$265,172.00	\$14,840.69
June 30, 2008 (83 <sup>rd</sup> )	5/1/08 – 5/31/08	\$198,308.50	\$5,407.12	\$198,308.50	\$5,407.12
July 29, 2008 (84 <sup>th</sup> )	6/1/08 – 6/30/08	\$294,750.00	\$11,846.36	\$294,750.00	\$11,390.11 <sup>22</sup>
August 28, 2008 (85 <sup>th</sup> )	7/1/08 – 7/31/08	\$260,723.00	\$30,905.57	\$260,723.00	\$30,905.57
September 29, 2008 (86 <sup>th</sup> )	8/1/08 – 8/31/08	\$133,508.50	\$25,510.91	\$133,508.50	\$25,510.91
October 30, 2008 (87 <sup>th</sup> )	9/1/08 – 9/30/08	\$178,342.50	\$62,002.21	\$178,342.50	\$62,002.21
November 28, 2008 (88 <sup>th</sup> )	10/1/08 – 10/31/08	\$180,835.00	\$97,238.00	\$180,835.00	\$97,238.00
December 29, 2008 (89 <sup>th</sup> )	11/1/08 – 11/30/08	\$262,272.50	\$66,906.64	\$262,272.50	\$66,906.64
February 2, 2009 (90 <sup>th</sup> )	12/1/08 – 12/31/08	\$296,040.50	\$61,115.32	\$296,040.50	\$61,115.32
March 5, 2009 (91 <sup>st</sup> )	1/1/09 – 1/31/09	\$187,083.50	\$48,496.26	\$187,083.50	\$48,496.26
March 30, 2009 (92 <sup>nd</sup> )	2/1/09 – 2/28/09	\$170,090.00	\$71,440.61	\$170,090.00	\$71,440.61
April 28, 2009 (93 <sup>rd</sup> )	3/1/09 – 3/31/09	\$119,493.00	\$91,664.16	\$119,493.00	\$91,664.16
May 28, 2009 (94 <sup>th</sup> )	4/1/09 – 4/30/09	\$82,997.00	\$31,796.74	\$82,997.00	\$31,796.74
June 29, 2009 (95 <sup>th</sup> )	5/1/09 – 5/31/09	\$46,410.00	\$1,641.97	\$46,410.00	\$1,641.97
July 29, 2009 (96 <sup>th</sup> )	6/1/09 – 6/30/09	\$37,799.50	\$8,098.44	\$37,799.50	\$8,098.44
August 31, 2009 (97 <sup>th</sup> )	7/1/09 – 7/31/09	\$26,413.00	\$6,408.90	\$26,413.00	\$6,408.90
September 30, 2009	8/1/09 – 8/31/09	\$57,230.00	\$5,569.75	\$57,230.00	\$5,569.75

<sup>22</sup> In the twenty-ninth quarterly period, the Court reduced Reed Smith's expenses by \$456.25. This reduction is noted in the last month of that period (June 2008).

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
(98 <sup>th</sup> )					
October 29, 2009 (99 <sup>th</sup> )	9/1/09 – 9/30/09	\$26,700.00	\$35,383.32	\$26,700.00	\$35,383.32
December 1, 2009 (100 <sup>th</sup> )	10/1/09 – 10/31/09	\$36,478.50	\$11,042.24	\$36,478.50	\$11,042.24
December 31, 2009 (101 <sup>st</sup> )	11/1/09 – 11/30/09	\$26,217.00	\$6,599.14	\$26,217.00	\$6,599.14
January 29, 2010 (102 <sup>nd</sup> )	12/1/09 – 12/31/09	\$18,402.00	\$350.26	\$18,402.00	\$350.26
March 2, 2010 (103 <sup>rd</sup> )	1/1/10 – 1/31/10	\$67,941.00	\$5,542.74	\$67,941.00	\$5,542.74
March 29, 2010 (104 <sup>th</sup> )	2/1/10 – 2/28/10	\$8,019.00	\$1,025.90	\$8,019.00	\$1,025.90
April 28, 2010 (105 <sup>th</sup> )	3/1/10 – 3/31/10	\$7,581.50	\$2,008.26	\$7,581.50	\$2,008.26
May 28, 2010 (106 <sup>th</sup> )	4/1/10 – 4/30/10	\$28,603.00	\$1,030.65	\$28,603.00	\$1,030.65
June 29, 2010 (107 <sup>th</sup> )	5/1/10 – 5/31/10	\$6,594.50	\$1,375.18	\$6,594.50	\$1,375.18
July 28, 2010 (108 <sup>th</sup> )	6/1/10 – 6/30/10	\$7,500.50	\$299.18	\$7,500.50	\$299.18
August 31, 2010 (109 <sup>th</sup> )	7/1/10 – 7/31/10	\$9,446.00	\$100.30	\$9,446.00	\$100.30
September 28, 2010 (110 <sup>th</sup> )	8/1/10 – 8/31/10	\$3,635.50	\$821.90	\$3,635.50	\$821.90
October 28, 2010 (111 <sup>th</sup> )	9/1/10 – 9/30/10	\$5,575.50	\$49.74	\$5,575.50	\$49.74
November 30, 2010 (112 <sup>th</sup> )	10/1/10 – 10/31/10	\$6,159.30	\$18.26	\$6,159.30	\$18.26
December 29, 2010 (113 <sup>th</sup> )	11/1/10 – 11/30/10	\$19,070.80	\$76.00	\$19,070.80	\$76.00
January 31, 2011 (114 <sup>th</sup> )	12/1/10 – 12/31/10	\$15,773.50	\$1,381.58	\$15,773.50	\$1,381.58
February 28, 2011 (115 <sup>th</sup> )	1/1/11 – 1/31/11	\$29,967.50	\$1,110.22	\$29,967.50	\$1,110.22
March 28, 2011 (116 <sup>th</sup> )	2/1/11 – 2/28/11	\$41,503.00	\$11,883.46	\$41,503.00	\$11,883.46

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
April 29, 2011 (117 <sup>th</sup> )	3/1/11 – 3/31/11	\$6,362.50	\$2,549.26	\$6,362.50	\$2,549.26
May 31, 2011 (118 <sup>th</sup> )	4/1/11 – 4/30/11	\$18,201.00	\$147.45	\$18,201.00	\$147.45
June 29, 2011 (119 <sup>th</sup> )	5/1/11 – 5/31/11	\$6,949.00	\$785.03	\$6,949.00	\$785.03
July 28, 2011 (120 <sup>th</sup> )	6/1/11 – 6/30/11	\$24,354.50	\$387.90	\$24,354.50	\$387.90
August 29, 2011 (121 <sup>st</sup> )	7/1/11 – 7/31/11	\$11,068.00	\$81.61	\$11,068.00	\$81.61
September 29, 2011 (122 <sup>nd</sup> )	8/1/11 – 8/31/11	\$8,986.50	\$1,113.30	\$8,986.50	\$1,113.30
October 28, 2011 (123 <sup>rd</sup> )	9/1/11 – 9/30/11	\$12,101.50	\$94.10	\$12,101.50	\$94.10
November 29, 2011 (124 <sup>th</sup> )	10/1/11 – 10/31/11	\$19,260.50	\$31.80	\$19,260.50	\$31.80
December 30, 2011 (125 <sup>th</sup> )	11/1/11 – 11/30/11	\$19,841.50	\$304.30	\$19,841.50	\$304.30
January 31, 2012 (126 <sup>th</sup> )	12/1/11 – 12/31/11	\$27,648.00	\$4,961.85	\$27,648.00	\$4,961.85
March 1, 2012 (127 <sup>th</sup> )	1/1/12 – 1/31/12	\$74,726.00	\$9,717.03	\$74,726.00	\$9,717.03
March 29, 2012 (128 <sup>th</sup> )	2/1/12/ - 2/29/12	\$20,952.50	\$1,692.53	\$20,952.50	\$1,692.53
April 30, 2012 (129 <sup>th</sup> )	3/1/12 – 3/31/12	\$59,351.00	\$1,350.33	\$59,351.00	\$1,350.33
May 29, 2012 (130 <sup>th</sup> )	4/1/12 – 4/30/12	\$23,893.50	\$924.72	\$23,893.50	\$924.72
June 29, 2012 (131 <sup>st</sup> )	5/1/12 – 5/31/12	\$42,361.00	\$6,074.23	\$42,361.00	\$6,074.23
July 30, 2012 (132 <sup>nd</sup> )	6/1/12 – 6/30/12	\$18,687.50	\$2,761.21	\$18,687.50	\$2,761.21
August 29, 2012 (133 <sup>rd</sup> )	7/1/12 – 7/31/12	\$9,649.00	\$24.40	\$9,649.00	\$24.40
October 2, 2012 (134 <sup>th</sup> )	8/1/12 – 8/31/12	\$19,765.50	\$1,291.20	\$19,765.50	\$1,291.20
October 31, 2012	9/1/12 – 9/30/12	\$2,159.00	\$16.00	\$2,159.00	\$16.00

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
(135 <sup>th</sup> )					
November 29, 2012 (136 <sup>th</sup> )	10/1/12 – 10/31/12	\$7,989.00	\$40.00	\$7,989.00	\$40.00
December 31, 2012 (137 <sup>th</sup> )	11/1/12 – 11/30/12	\$4,819.00	\$758.10	\$4,819.00	\$758.10
January 29, 2013 (137 <sup>th</sup> )	12/1/12 – 12/31/12	\$4,171.00	\$42.70	\$4,171.00	\$42.70
March 4, 2013 (139 <sup>th</sup> )	1/1/13 – 1/31/13	\$14,051.50	\$37.90	\$14,051.50	\$37.90
March 29, 2013 (140 <sup>th</sup> )	2/1/13 – 2/28/13	\$4,560.50	\$382.29	\$4,560.50	\$382.29
May 1, 2013 (141 <sup>st</sup> )	3/1/13 – 3/31/13	\$13,962.00	\$336.74	\$13,962.00	\$336.74
June 3, 2013 (142 <sup>nd</sup> )	4/1/13 – 4/30/13	\$48,898.00	\$140.54	\$48,898.00	\$140.54
July 1, 2013 (143 <sup>rd</sup> )	5/1/13 – 5/31/13	\$6,124.50	\$710.37	\$5,282.00 <sup>23</sup>	\$710.37
July 30, 2013 (144 <sup>th</sup> )	6/1/13 – 6/30/13	\$2,584.00	\$89.63	\$2,584.00	\$89.63
September 3, 2013 (145 <sup>th</sup> )	7/1/13 – 7/31/13	\$3,027.00	\$57.12	\$3,027.00	\$57.12
September 30, 2013 (146 <sup>th</sup> )	8/1/13 – 8/31/13	\$1,892.00	\$579.44	\$1,892.00	\$579.44
October 28, 2013 (147 <sup>th</sup> )	9/1/13 – 9/30/13	\$5,352.50	\$35.14	\$5,352.50	\$35.14
November 29, 2013 (148 <sup>th</sup> )	10/1/13 – 10/31/13 <sup>24</sup>	\$6,376.50	\$72.50	\$5,101.20	\$72.50
December 31, 2013 (149 <sup>th</sup> )	11/1/13 – 11/30/13	\$14,397.00	\$547.27	11,517.60	\$547.27
January 31, 2014 (150 <sup>th</sup> )	12/1/13 – 12/31/13	\$21,264.00	\$754.07	\$17,011.20	\$754.07

<sup>23</sup> Pursuant to an informal agreement with the U.S. Trustee, Reed Smith voluntarily reduced its requested fees for May 2013 by \$842.50. This reduction was included as part of Reed Smith's forty-ninth quarterly application.

<sup>24</sup>This Court has not held interim fee hearings for the quarterly periods after September 30, 2013. As result, Court-approved fees for these periods are listed at 80% of the monthly fee request.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Court Approved Fees	Court Approved Expenses
February 28, 2014 (151 <sup>st</sup> )	1/1/14 – 1/31/14	\$27,064.00	\$58.54	\$21,651.20	\$58.54

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**REED SMITH LLP'S SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS  
RENDERING SERVICES DURING THE COMPENSATION PERIOD**

<b>Timekeeper</b>	<b>Position with Applicant</b>	<b>Department</b>	<b>Years in Case</b>	<b>Blended Rate</b>	<b>Total Hrs</b>	<b>Total Comp.</b>
Daniel I. Booker	Partner	Litigation	2008	860.00	0.8	\$688.00
Lawrence Kill	Partner	Litigation	2008	720.00	2.5	\$1,800.00
Kyle O. Sollie	Partner	Business and Finance	2010, 2013 2014	636.31	18.3	\$11,644.50
Michael E. Lowenstein	Partner	Litigation	2008	620.00	16.1	\$9,982.00
Mark L. Weyman	Partner	Litigation	2008	615.00	12.0	\$7,380.00
James J. Restivo Jr.	Partner	Litigation	2001-2012	581.70	2,961.8	\$1,722,868.00
Michael A. Jacobs	Partner	Business and Finance	2010	580.00	0.3	\$174.00
James C. Martin	Partner	Litigation	2003, 2013	617.84	6.7	\$4,139.50
David Ziegler	Partner	Bankruptcy	2010	575.00	2.3	\$1,322.50
W. Thomas McGough, Jr.	Partner	Litigation	2004	560.00	3.3	\$1,848.00
Joseph S. Luchini	Partner	Litigation	2011-2014	560.74	126.2	\$70,765.50
Donna M. Doblick	Partner	Litigation	2009	545.00	21.5	\$11,717.50
Antony B. Klapper	Partner	Litigation	2006-2009, 2011-2013	542.35	3,473.2	\$1,883,704.00
Paul M. Singer	Partner	Bankruptcy	2001, 2003- 2004, 2007	542.34	12.2	\$6,616.50
Thomas Hill	Partner	Litigation	2012	535.00	3.5	\$1,872.50
David C. Evans	Partner	Litigation	2006	671.67	22.8	\$15,314.00
Theodor J. van Stephoudt	Economist	Business and Finance	2014	\$575.00	13.0	\$7,475.00
Linda S. Husar	Partner	Litigation	2009-2013	525.80	122.8	\$64,567.80
Douglas E. Cameron	Partner	Litigation	2001-2014	519.78	9,236.70	\$4,801,088.25
Lawrence S. Sher	Partner	Litigation	2008	515.00	3.7	\$1,905.50
Harold J. Engel	Partner	Litigation	2006-2006	514.53	396.0	\$203,755.00

Timekeeper	Position with Applicant	Department	Years in Case	Blended Rate	Total Hrs	Total Comp.
Lawrence E. Flatley	Partner	Litigation	2001-2012	510.05	3,241.9	\$1,653,530.00
Lasagne Wilhite	Associate	Litigation	2009	490.00	1.5	\$735.00
Sara A. Lima	Associate/ Counsel	Business and Finance	2013-2014	473.92	65.8	31,184.00
Alexandra P. E. Sampson	Associate	Business and Finance	2013-2014	457.77	8.3	\$3,799.50
Gregory L. Taddonio	Partner	Bankruptcy	2009	435.00	0.1	\$43.50
Margaret L. Sanner	Of Counsel	Litigation	2006-2008	426.83	1,308.7	\$558,587.50
Thomas M. Freeman	Partner	Litigation	2004-2005	418.32	15.7	\$6,546.75
Traci Sands Rea	Assoc./Partner	Litigation	2001-2003, 2006-2011	415.28	2,014.2	\$836,438.50
Eric A. Schaffer	Partner	Bankruptcy	2002	405.00	0.3	\$121.50
Brian T. Himmel	Partner	Litigation	2007-2008	401.91	178.6	\$71,782.00
Paul Waters	Of Counsel	Litigation	2006	400.00	167.1	\$66,840.00
Christine A. Kohler	Associate	Labor and Employment	2012	390.00	2.3	\$897.00
Kathy K. Condo	Partner	Litigation	2003-2004, 2012	385.06	217.8	\$83,845.75
Carol J. Gatewood	Of Counsel	Litigation	2003-2004	380.95	1,455.0	\$554,275.00
Margaret Rutkowski	Associate	Litigation	2006-2009	382.52	794.3	\$303,836.50
Louis A Naugle	Partner	Litigation	2003, 2008	381.36	9.9	\$3,775.50
Stephanie L. Mendelsohn	Partner	Regulatory	2004-2005	380.54	16.7	\$6,336.00
George L Stewart	Partner	Litigation	2003	380.00	48.9	\$18,582.00
Thomas J. Burns	Of Counsel	Bankruptcy	2009	376.49	5.7	\$2,146.00
Jesse J. Ash	Associate	Litigation	2006-2009	367.63	613.4	\$225,506.00
Jaime S. Reichardt	Associate	Business and Finance	2010	380.00	13.9	\$5,282.00
Kathleen M.K. Owen	Associate	Litigation	2007, 2009-	366.58	76.7	\$28,116.50

Timekeeper	Position with Applicant	Department	Years in Case	Blended Rate	Total Hrs	Total Comp.
			2011			
Bradford F. Whitman	Counsel	Environmental	2002	360.00	0.8	\$288.00
Mary L. Perry	Of Counsel	Litigation	2003	350.00	26.7	\$9,345.00
Allison M. Lefrak	Assoicate	Litigation	2006	350.00	19.1	\$6,685.00
Joshua C. Lewis	Associate	Bankruptcy	2007-2009	345.65	30.6	\$10,577.00
Michael N. DiCanio	Associate	Litigation	2009	345.00	4.3	\$1,483.50
Andrew J. Trevelise	Partner	Litigation	2001-2002	343.27	86.8	\$29,795.50
Gordon Yu	Associate	Business and Finance	2013-2014	340.00	7.7	\$2,618.00
Gregory J. Sagstetter	Associate	Litigation	2013	335.00	6.5	\$2,177.50
Jeanne S. Lofgren	Associate	Business and Finance	2009	330.00	14.4	\$4,752.00
Richard W. Roberts	Associate	Litigation	2006	330.00	62.5	\$20,625.00
Laura A. Maines	Associate	Litigation	2007	325.00	86.1	\$27,982.50
Mara D. Matheke	Associate	Labor and Employment	2012	320.00	23.5	\$7,520.00
James W. Bentz	Partner	Litigation	2001-2005	316.59	1,772.4	\$561,100.00
Dustin Pickens	Associate	Litigation	2007-2008	313.78	185.2	\$58,112.00
Melissa J. Keppel	Associate	Litigation	2006	310.00	30.6	\$9,486.00
Kristen Giannone Hindley	Associate	Litigation	2008	305.00	28.8	\$8,784.00
Kathleen A. Murphy	Associate	Bankruptcy	2009	305.00	5.2	\$1,586.00
Stephanie H. Espinosa	Associate	Litigation	2010-2012	302.62	463.4	\$140,231.80
Barbara C. Stiverson	Paralegal	Litigation	2012	295.00	0.4	\$118.00
Andrew C. Bernasconi	Associate	Litigation	2006	295.00	80.8	\$23,836.00
Jasmine S. Horton	Associate	Litigation	2012	295.00	5.7	\$1,681.50
Rebecca E. Aten	Associate	Litigation	2005-2009	292.21	1,342.4	\$392,258.00



Timekeeper	Position with Applicant	Department	Years in Case	Blended Rate	Total Hrs	Total Comp.
Katharine V. Jackson	Associate	Litigation	2008	290.00	0.8	\$232.00
Jennifer Smokelin	Associate	Environmental	2003	270.00	44.4	\$11,988.00
Christopher Hoffman	Associate	Litigation	2008	270.00	3.8	\$1,026.00
Nancy A. Sheliga	Analyst	Business and Regulatory	2007	265.00	1.8	\$477.00
John L. Schoenecker	Associate	Litigation	2006-2007	263.11	245.8	\$64,673.50
Elizabeth A. Ransom	Associate	Litigation	2006	260.00	70.0	\$18,200.00
Chananya Kunvatanagarn	Associate	Litigation	2008	260.00	4.7	\$1,222.00
Alexandria C. Samuel	Associate	Litigation	2007-2009	254.02	123.5	\$31,371.00
Stephen J. DelSole	Associate	Litigation	2001-2002	252.27	101.1	\$25,505.00
Dana A. Blanton	Associate	Litigation	2005	335.23	13.2	\$4,425.00
Catherine R. Nguyen	Associate	Litigation	2007	250.00	54.9	\$13,725.00
Evelien Verpeet	Associate	Litigation	2005	250.00	14.8	\$3,700.00
Kevin L. Jayne	Associate	Litigation	2005, 2007	249.98	47.0	\$11,749.00
Danielle D. Rawls	Associate	Litigation	2006-2009	248.74	284.7	\$70,817.50
Natalie C. Metropulos	Associate	Litigation	2007-2008	248.08	112.9	\$28,008.00
Richard A. Keuler, Jr.	Associate	Bankruptcy	2002-2004	246.96	45.1	\$11,138.00
William S. Stickman IV	Associate	Litigation	2006	245.00	2.7	\$661.50
Daniel Z. Herbst	Associate	Litigation	2006-2007	244.26	92.5	\$22,594.50
Nicholas R. Pagliari	Associate	Bankruptcy	2004	240.00	26.4	\$6,336.00
Andrew T. Quesnelle	Associate	Litigation	2007	240.00	10.0	\$2,400.00
Nathan R. Fennessy	Associate	Litigation	2007	240.00	78.7	\$18,888.00
William J. Sheridan	Associate	Litigation	2007	240.00	35.0	\$8,400.00
Joseph E. Culleiton	Associate	Litigation	2003	235.00	209.4	\$49,209.00
Andrew J. Muha	Assoc./Partner	Litigation	2001-2014	\$230.00	2,292.80	\$534,730.00

Timekeeper	Position with Applicant	Department	Years in Case	Blended Rate	Total Hrs	Total Comp.
Michael H. Sampson	Associate	Litigation	2003	230.00	24.5	\$5,635.00
Christopher P. Bailey	Snr. Lit Supp. Analyst	Litigation Support	2012	230.00	2.6	\$598.00
Jennifer Kelleher	Associate	Bankruptcy	2001	225.00	1.5	\$337.50
Rosa Copeland Miller	Associate	Litigation	2002-2003	220.40	201.6	\$44,432.50
Lizeth Sanchez	Paralegal	Litigation	2012	210.00	14.6	\$3,066.00
Meeghan E. Ramsey	Paralegal	Litigation	2009	210.00	94.7	\$19,887.00
Benjamin Holmes	Snr. Lit. Supp. Analyst	Litigation	2009	210.00	36.5	\$7,665.00
Angad Katyal	Snr. Lit. Supp. Analyst	Litigation	2009	210.00	1.4	\$294.00
Ajay A. Patel	Snr. Lit. Supp. Analyst	litigation	2009	210.00	1.3	\$273.00
Yovana A. Burns	Paralegal	Litigation	2007-2008	208.18	154.7	\$32,205.00
Maria E. DiChiera	Paralegal	Litigation	2005-2008	206.42	358.0	\$73,898.50
John B. Lord	Paralegal	Bankruptcy	2001-2014	200.00	6.80	\$200.00
Cristina Stummer	Associate	Litigation	2003	200.00	5.0	\$1,000.00
S. Zarina Urrea	Associate	Litigation	2003	200.00	44.5	\$8,900.00
Janice E. Falini	Associate	Bankruptcy	2004	200.00	3.6	\$720.00
Mark E. Phelps	Paralegal	Litigation	2006	200.00	15.0	\$3,000.00
Aaron Thorp	Analyst	Knowledge Management	2006	200.00	3.1	\$620.00
Donna E. Lynch	Paralegal	Litigation	2008	200.00	16.0	\$3,200.00
Josh E. Martin	Paralegal	Business and Finance	2014	195.00	4.2	\$819.00
Sonya Ohri	Paralegal	Litigation	2007	195.00	11.4	\$2,223.00
Scott DeMaris	Snr. Research Librarian	Knowledge Management	2010	195.00	1.2	\$234.00

Timekeeper	Position with Applicant	Department	Years in Case	Blended Rate	Total Hrs	Total Comp.
Shari Berkowitz	Snr. Research Librarian	Knowledge Management	2009	190.00	1.2	\$228.00
Daniel Cunningham	Specialist	Knowledge Management	2003, 2009	190.00	0.8	\$152.00
Mark Pellis	Snr. Research Librarian	Knowledge Management	2008	190.00	0.7	\$133.00
Stephanie J. Black	Summer Associate	N/A	2007	190.00	1.5	\$285.00
Mathew M. Wrenshall	Summer Associate	N/A	2007	190.00	37.8	\$7,182.00
Samantha M. Clancy	Summer Associate	N/A	2007	190.00	4.3	\$817.00
Jayne L. Butcher	Associate	Litigation	2001-2005	189.75	1,199.3	\$227,572.50
Marguerita T. Young-Jones	Snr. Research Librarian	Knowledge Management	2008-2010	186.86	10.2	\$1,906.00
Lisa D. DeMarchi Sleigh	Associate	Litigation	2001-2003	184.90	908.1	\$167,907.00
Scott W. Brady	Associate	Litigation	2002	185.00	332.0	\$61,420.00
Nicole R. Snyder Bagnell	Associate	Litigation	2002	185.00	2.3	\$425.50
Alice K. Kunkel	Paralegal	Litigation	2007	185.00	26.5	\$4,902.50
Aleksandra Chernin	Snr. Research Librarian	Knowledge Management	2008	185.00	5.7	\$1,054.50
Margaret A. Garlitz	Paralegal	Litigation	2006-2009	184.78	146.5	\$27,070.50
Jennifer L. Taylor-Payne	Paralegal	Litigation	2006-2009	183.76	715.2	\$131,423.00
Patricia E. Antezana	Associate	Litigation	2001-2002	183.09	49.9	\$9,136.00
Scott M. Cindrich	Associate	New Associate	2001-2003	182.00	1,162.9	\$211,650.00
Anthony G. Avitia	Snr. Research Librarian	Knowledge Management	2008	180.00	9.5	\$1,710.00
Bryan C. Devine	Associate	New Associate	2001-2002	180.96	704.4	\$127,467.50
Jeffrey A. McDaniel	Associate	New Associate	2001-2002	180.05	105.8	\$19,049.50
Benjamin J. Sweet	Associate	New Associate	2002	180.00	199.0	\$35,820.00

<b>Timekeeper</b>	<b>Position with Applicant</b>	<b>Department</b>	<b>Years in Case</b>	<b>Blended Rate</b>	<b>Total Hrs</b>	<b>Total Comp.</b>
Lynn D. Williams	Paralegal	Business and Regulatory	2007	180.00	2.3	\$414.00
Anne E. Borkovic	Law Clerk	Litigation	2007	180.00	2.5	\$450.00
Nora Levine	Manager	Knowledge Management	2003	175.00	0.3	\$52.50
Julie K. Masal	Analyst	Knowledge Management	2008-2009	170.81	21.1	\$3,604.00
Leslie Lanphear	Law Librarian	Knowledge Management	2006	170.00	0.9	\$153.00
Amy E. Denniston	Snr. Research Librarian	Knowledge Management	2006, 2008-2009	167.09	19.9	\$3,325.00
Louise A. Beswick	Law Librarian	Knowledge Management	2006	165.00	0.3	\$41.25
Elaine Hope DelVecchio	Paralegal	Bankruptcy	2007	160.00	19.6	\$3,136.00
Alicia S. Brown	Paralegal	Bankruptcy	2007	160.00	0.9	\$144.00
Michelle Jeziorowski	Paralegal	Litigation	2006	160.00	55.0	\$8,800.00
Anne L. Salzberg	Analyst	Knowledge Management	2006-2008	157.46	33.8	\$5,322.00
Sharon A. Ament	Paralegal	Litigation	2005-2014	155.83	1,647.0	\$256,811.50
Valerie A. Frew	Paralegal	Bankruptcy	2003	150.00	5.8	\$870.00
James Lillis	Paralegal	Litigation	2006	150.00	10.2	\$1,530.00
Cindy R. Tedesco	Paralegal	Litigation	2006	150.00	6.0	\$900.00
Martha Susan Haines Rossi	Paralegal	Litigation	2001-2003	142.45	608.5	\$86,672.50
Katerina Egoul	Paralegal	Litigation	2005-2007	140.80	13.7	\$1,929.00
Mariel T. Howard	Paralegal	Litigation	2006	140.00	305.8	\$42,805.00
Jacquis Jones	Paralegal	Litigation	2008	140.00	87.4	\$12,236.00
Valerie Slade	Paralegal	Litigation	2002	130.00	118.1	\$15,353.00
Keith D. Warren	Paralegal	Bankruptcy	2001	130.00	2.9	\$377.00

Timekeeper	Position with Applicant	Department	Years in Case	Blended Rate	Total Hrs	Total Comp.
Sarah Bruce	Specialist	Knowledge Management	2006	130.00	2.7	\$351.00
Mark C. Stirling	Temp. Paralegal	Litigation	2008	130.00	66.9	\$8,697.00
Maureen L. Atkinson	Paralegal	Litigation	2001-2009, 2011	128.18	1,939.9	\$248,652.50
Cary E. Cox	Paralegal	Litigation	2006-2007	127.41	5.8	\$739.00
Daryl F. Horner	Paralegal	Litigation	2003	125.00	16.8	\$2,100.00
Melody A. Jones	Paralegal	Litigation	2002	125.00	239.4	\$29,925.00
Janet L. Cleversy	Paralegal	Litigation	2002-2003	120.13	191.0	\$22,944.00
Kelly Gordon	Paralegal	Bankruptcy	2001	120.00	9.1	\$1,092.00
John B. Worobij	Analyst	Knowledge Management	2005-2006	115.87	20.8	\$2,410.00
Karen L. Repack	Paralegal	Litigation	2003	115.00	10.2	\$1,173.00
Deann L. Dupee	Paralegal	Litigation	2007	115.00	27.6	\$3,174.00
Tina Walker Young	Paralegal	Litigation	2006	115.00	1.5	\$172.50
Kacey Nero	Clerk	Risk Management	2008	115.00	4.6	\$529.00
Karen L. Hindman	Lit. Support	Litigation	2002-2004	110.00	169.6	\$18,650.50
Harrison S. Flakker	Analyst	Knowledge Management	2004	110.00	1.1	\$121.00
Antoni Stosh Jonjak	Specialist	Knowledge Management	2011	110.00	8.5	\$935.00
Jason Jankowski	Research Specialist	Knowledge Management	2008-2009	103.89	2.7	\$280.50
Robert H. Radcliffe	Paralegal	Litigation	2003, 2006, 2009	99.41	75.1	\$7,465.50
Lisa Lankford	Case Asst./ Paralegal	Bankruptcy	2003-2009, 20011	98.92	27.4	\$2,710.50
Ralph Prado III	Library Servcs Tech.	Knowledge Management	2011	98.00	1.5	\$147.00

Timekeeper	Position with Applicant	Department	Years in Case	Blended Rate	Total Hrs	Total Comp.
Christine H. Turkaly	Paralegal	Litigation	2002-2003, 2005-2006	93.46	641.8	\$59,982.00
Janice E Luksik	Document Specialist	Knowledge Management	2006	90.00	1.5	\$135.00
Carey E. Raytik	Paralegal	Litigation	2002	75.00	63.4	\$4,755.00
Bruce Campbell	Paraprofessional	Litigation	2002	75.00	429.3	\$32,193.75
Eric Gompers	Paraprofessional	Litigation	2002	75.00	410.5	\$30,787.50
Andrew Kennedy	Paraprofessional	Litigation	2002	75.00	424.3	\$31,822.50
Caroline Nath	Paraprofessional	Litigation	2002	75.00	424.0	\$31,800.00
Jamie Paulen	Paraprofessional	Litigation	2002	75.00	410.5	\$30,787.50
Ryan Peterson	Paraprofessional	Litigation	2002	75.00	407.9	\$30,592.50
Anana Rice	Paraprofessional	Litigation	2002	75.00	336.2	\$25,215.00
Joan Turner	Paraprofessional	Litigation	2002	75.00	314.5	\$23,587.50
Matthew J. Rippin	Specialist	Litigation	2006-2007	70.00	339.8	\$23,786.00
Linda Sullivan	Case Assistant	Litigation	2007	50.00	6.0	\$300.00
Lori J. Hagen	Law Librarian	Knowledge Management	2004	115.00	2.0	\$230.00
<b>TOTAL:</b>					<b>52,122.85</b>	<b>\$18,045,917.85</b>
Court Reductions:						(\$15,982.50)
Additional Reductions: <sup>25</sup>						(\$274.00)
<b>GRAND TOTAL (INCLUDING COURT AND VOLUNTARY REDUCTIONS):</b>						<b>\$18,029,661.35</b>
Blended Rate (excluding Post-Effective Date Fees):						\$346.22
Blended Rate (excluding Post-Effective Date Fees and Paralegal/Other Professional Time):						\$413.08

<sup>25</sup> While preparing this Application, Reed Smith discovered that it requested an incorrect amount in its fifth quarterly fee application. Reed Smith should have requested \$478,189.75 and not \$478,463.75, a difference of \$274.00. Based on the foregoing, Reed Smith voluntarily reduced the amounts requested in this Application by \$274.00.

**COMPENSATION BY PROJECT CATEGORY DURING COMPENSATION PERIOD**<sup>26</sup>

<b>Project Category</b>	<b>Hours</b>	<b>Amount</b>
Asbestos Product Liability Defense (Litigation and Litigation Counseling) <sup>27</sup>	14,689.85	\$4,256,473.50
Travel - Non Working	383.15	\$176,902.75
Fee Applications – Applicant	1,829.90	\$433,260.00
Claims Analysis Objection and Resolution (Asbestos)	12,563.60	\$5,580,545.00
ZAI Science Trial Fees	10,962.95	\$2,721,620.00
Hearings	634.00	\$275,336.50
Records Retention Project (Business Operations)	64.80	\$21,007.75
Montana Grand Jury Investigation	9,657.10	\$4,022,574.75
Rockwood Pigments, N.A.	64.00	\$29,660.00
Property Damage Claim Appeals	179.00	\$77,846.00
Luis & Heather Santos & Basell USA	5.70	\$2,146.00
New Jersey	1.20	\$600.00
PA State Tax Advice	11.50	\$6,658.00
Correa v. W.R. Grace	634.70	\$217,625.60
Specifications Inquiry	302.50	\$160,648.00
Unclaimed Property Advice	128.00	\$60,962.00
General Employment Advice	10.90	\$2,052.00
<b>TOTAL:</b>	<b>52,122.85</b>	<b>\$18,045,917.85</b>

<sup>26</sup> Reed Smith did not include project category charts in its fee applications through the period ending March 31, 2002. All fees and hours during this period have been placed in Asbestos Product Liability Defense (Litigation and Litigation Counseling).

<sup>27</sup> Reed Smith reported one hour (for a charge of \$430) in the Case Administration Project category in previous interim applications. For purposes of convenience, that time and charge is included in the Asbestos Product Liability Defense (Litigation and Litigation Counseling) project category for this Application.

Court Reductions:		(\$15,982.50)
Additional Reductions:		(\$274.00)
<b>TOTAL (INCLUDING COURT AND VOLUNTARY REDUCTIONS):</b>		<b>\$18,029,661.35</b>



**EXPENSE SUMMARY DURING COMPENSATION PERIOD**

Expense Category	Service Provider (if Applicable)	Litigation & Lit. Counseling	ZAI Science Trial
Telephone Expenses	SoundPath	\$1,709.21	\$616.33
Telephone Outside	Chorus Call, Global Crossing	\$5,529.31	1,202.90
Scanning/Conversion	OnSite,	\$21,194.28	\$182.00
Telephone Hearing Expense	CourtCall	\$30.00	--
Duplicating/Printing/Scanning	Reed Smith LLP	\$117,907.85	\$21,727.35
Outside Duplicating	Parcels, Digital Legal, Foamcore, Court House Copy, Miles & Stockbridge, Barrister, Perma, New Media, Ditto, LA Bes, SSA, New Media, OnSite	\$119,137.67	\$77,464.61
Postage Expense	USPS	\$1,220.91	217.81
Courier Service	FedEx, Parcels	\$4,332.91	3,230.50
Courier Service – Outside	FedEx, Parcels, UPS, Jet, American Expediting	\$21,259.52	\$2,419.67
Express Mail	USPS	\$2,285.85	--
Documentation Charge	Pacer, Driven, Lind Hall Library Services, IDEX, National Resource Council, Instant Information Sys., Parcels DDR, All-State Int., Orange County Court, Secretary of Labor,	\$13,815.77	\$77,464.61
Transcript expense	IDEX, J&J Transcribers, Ruanne McArthur, McCarter & English, Atkinson-Baker, Brown Reporting, Fernandez & Assoc., Decklin, Naegeli Reporting	\$24,000.17	\$21,129.58
Legal Research	Lexis/Nexis	\$1,113.36	\$1,318.54
Legal Research	Westlaw	\$36,377.41	\$52,580.67
Advance (Lexis Refund)	Lexis/Nexis	(\$199.58)	--
Deposition Expense	McCorkle Court Reporters, IDEX	\$18,234.09	\$156.75
Color Printing	Reed Smith	\$108.90	\$744.48
Expense Advance	Mine Safety Health Admin.	(\$1,063.00)	--
Outside Database	Pacer	\$4,532.54	\$40.30
IKON Copy Service	IKON	\$19,084.61	--
Filing Fees	Misc.	\$1,453.24	--
Drawings Expense	Precise Lit. Tech.	\$1,976.13	\$206.50
Document Research Fee	Dunn & Bradstreet	\$18.11	--
Outside Database	CourtLink	\$185.47	--
Court Reporter Expense	Esquire Reporting, Dreyer	\$2,461.12	--
Telecopy Expense	Reed Smith	\$1,009.75	\$28.75
Audio Visual & Other Copying	TN State Library Archives	\$42.25	--
Internal Database Charge	Reed Smith	\$4.20	--
Consulting Fees	Environmental Int'l. Corp., John A. Kerns (Mediation), JAMS (Mediation)	\$863,835.56	--
Private Investigators	Neilson & MacRitche	\$1,411.75	--

Search Expense	IDEX	\$690.00	--
Subpoena Service Expense	First Records Retrieval	\$979.47	--
Certified Copies	Misc. Courts	\$25.70	--
Legal Fees/Expense	Ogletree, Deakins, Nash (Use of Office)	--	\$41.10
Legal Services	Act Mediation, Orange Co. Superior Court	\$6,019.00	--
Deposit Reimbursement		(\$1,033.50)	--
General Expense: Ticketing Fee		--	\$72.00
Transportation		\$1,793.33	\$229.71
Air Travel Expense		\$126,207.89	\$32,500.64
Rail Travel Expense		\$3,618.30	\$27.00
Lodging		\$56,707.45	\$9,530.06
Taxi Expense		\$10,485.12	\$2,398.96
Auto Rental		\$1,102.09	\$266.99
Mileage Expense		\$5,448.50	1,454.24
Meal Expense		\$42,716.93	\$3,776.69
Travel Agent Costs		\$30.00	
Parking/Tolls/Other Transportation		\$3,121.35	\$117.75
Binding Charge	Reed Smith	\$318.00	\$234.00
Document Production (Duplicating) Expense	Reed Smith	\$217.50	\$150.00
Other Databases - Library Search	Dialog	\$261.63	--
General Expense:	See Quarterly Fee Applications	\$240,048.40	\$1,546.16
Secretarial Overtime	Reed Smith	\$40,595.60	\$10,522.50
	<b>TOTAL:</b>	<b>\$1,822,362.12</b>	<b>\$247,392.56</b>
	Court Reductions:		\$12,990.55
	<b>COMBINED GRAND TOTAL</b>		<b>\$2,056,764.13</b>

**REED SMITH LLP'S SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS  
RENDERING SERVICES DURING THE POST-EFFECTIVE DATE PERIOD**

Name of Professional Person	Position with the applicant	Year Admitted or Years at Position	Department	Hourly billing rate	Total billed hours	Total compensation
Douglas E. Cameron	Partner	1984	Litigation	\$700.00	0.7	\$490.00
Andrew J. Muha	Partner	2001	Litigation	\$510.00	4.7	\$2,397.00
John B. Lord	Paralegal	23 Years	Bankruptcy	\$280.00	55.7	\$15,596.00
Sharon A. Ament	Paralegal	8 Years	Litigation	\$210.00	8.0	\$1,680.00

**Total Fees: \$20,163.00**

**COMPENSATION BY PROJECT CATEGORY  
DURING POST-EFFECTIVE DATE PERIOD**

Project Category	Hours	Amount
Fee Applications – Applicant	69.10	\$20,163.00
<b>TOTAL</b>	<b>69.10</b>	<b>\$20,163.00</b>

**EXPENSE SUMMARY DURING POST-EFFECTIVE DATE PERIOD**

Description	Non-ZAI Science Trial	ZAI Science Trial
Duplicating/Printing/Scanning	\$88.00	\$0.00
Outside Duplicating	\$296.40	\$0.00
PACER	\$9.20	\$0.00
SUBTOTAL	\$393.60	\$0.00
<b>TOTAL</b>		<b>\$393.60</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Debtors.	)	
	)	Hearing Date: October 14, 2014, at 10:00 a.m.
	)	Objection Deadline: July 7, 2014, at 4:00 p.m.

**FINAL FEE APPLICATION OF REED SMITH LLP, SPECIAL ASBESTOS  
PRODUCTS LIABILITY DEFENSE COUNSEL TO THE DEBTORS, FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD APRIL 2, 2001 THROUGH FEBRUARY 3, 2014 AND  
APPROVAL OF POST-EFFECTIVE DATE FEES AND EXPENSES  
RELATING TO FEE APPLICATIONS**

Reed Smith LLP (“Reed Smith” or the “Applicant”), hereby submits this Final Fee Application of Reed Smith LLP, Special Asbestos Products Liability Defense Counsel to the Debtors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period April 2, 2001 through February 3, 2014 (the “Application”) pursuant to 11 U.S.C. §§ 327, 328, 329, 330 and 331, Federal Rule of Bankruptcy Procedure 2016, Del.Bankr.L.R. 2016-2, the Amended Administrative Order Under 11 U.S.C. §§1059(a) and 331 Establishing Procedures for Interim

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food =N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Compensation and Reimbursement of Professionals and Official Committee Members, amending the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (collectively the “Interim Compensation Order”), the Plan (as defined below) and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses promulgated by the Executive Office of the United States Trustees pursuant to 28 U.S.C. § 586(a)(3)(A). By this Application, Reed Smith, as special asbestos products liability defense counsel to the above captioned debtors and debtors in possession in these proceedings, seeks final allowance and payment of compensation for legal services performed in the amount of \$18,029,661.35 and expenses incurred in the amount of \$2,056,764.13 during the period commencing April 2, 2001 through February 3, 2014 (the “Compensation Period”). In addition, Reed Smith seeks approval of Post-Effective Date Period (as defined herein) fees and expenses that were incurred in connection with the fee application process in the combined total amount of \$20,556.60 and for an additional amount not to exceed \$12,000.00 in connection with any remaining fees or costs to be incurred in the fee application process. In support hereof, Reed Smith respectfully represents the following:

### **I. FACTUAL BACKGROUND**

1. On April 2, 2001 (the “Petition Date”), each of the above-captioned debtors (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. Prior to effective date of the Debtors’ Plan (as defined below), the Debtors continued in possession of their property and, as debtors-in-possession, operated their businesses and managed their affairs.

3. The Debtors' cases are being jointly administered pursuant to an Order of the Bankruptcy Court dated as of the Petition Date.

4. Since the Petition Date, the U.S. Trustee has appointed the following creditors' committees: Official Committee of Unsecured Creditors, Official Committee of Asbestos Personal Injury Claimants, and Official Committee of Asbestos Property Damage Claimants (collectively, the "Committees"). No trustee has been appointed in these cases.

5. On July 19, 2001, the Bankruptcy Court approved the Debtors' retention of Reed Smith as their special asbestos products liability defense counsel *nunc pro tunc* to April 2, 2001 (the "Retention Order"). The Retention Order authorizes the Debtors to compensate Reed Smith at Reed Smith's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court. The Bankruptcy Court further approved an expansion of the scope of Reed Smith's representation of the Debtors in an order dated July 17, 2008.

6. On January 31, 2011, this Court entered the Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of Reorganization as Modified Through December 23, 2010 (D.I. 26155) and on February 15, 2011, this Court entered the Order Clarifying Memorandum Opinion and Order Confirming Joint Plan as Amended Through December 23, 2010 (D.I. 26289) (collectively, the "Confirmation Order"), pursuant to which this Court approved and confirmed the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., *et al.*, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants'

Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010 (D.I. 6368) (as amended and conformed pursuant to the Confirmation Order, the “Plan”).

7. On February 3, 2014, the Debtors’ Plan became effective (the “Effective Date”).

## **II. COMPENSATION AND REIMBURSEMENT OF EXPENSES**

8. Reed Smith submits this Application for final allowance of reasonable compensation for actual and necessary professional services and for reimbursement of actual and necessary out-of-pocket expenses incurred in representing the Debtors as their special asbestos products liability defense counsel. All included services and costs for which Reed Smith seeks compensation were performed for, or on behalf of, the Debtors.

9. Reed Smith seeks final allowance of compensation in the amount of \$18,029,661.35 for legal services rendered and final reimbursement in the amount of \$2,056,764.13 for expenses incurred and disbursed during the Compensation Period. Reed Smith also seeks final approval and payment of fees and expenses incurred in the combined total amount of \$20,556.60 in connection with the fee application process for the period February 4, 2014 through April 25, 2014 and for additional amounts not to exceed \$12,000.00 in connection with any remaining fee application matters (the “Post-Effective Date Period”).

10. For the Court’s review, summaries containing the names of each Reed Smith professional and paraprofessional rendering services to the Debtors during the Compensation Period and Post-Effective Date Period, their customary billing rates, the time expended by each

professional and paraprofessional,<sup>2</sup> and the total value of time incurred by each professional and paraprofessional are attached as Exhibit A. In addition, Exhibit A contains summaries of the services provided by Reed Smith during the Compensation Period, identified by project task categories.

11. Exhibit B contains a breakdown of expenses incurred and disbursed by Reed Smith during both the Compensation Period and Post-Effective Date Period. These sums are broken down into categories of charges including, *inter alia*, telephone charges, special or hand delivery charges, documentation charges, transcription charges, postage, facsimile and photocopying charges.

### **III. ANALYSIS AND NARRATIVE DESCRIPTION OF SERVICES RENDERED AND TIME EXPENDED**

12. Section 330(a) of the Bankruptcy Code provides, in pertinent part, that bankruptcy courts may award “reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person.” See 11 U.S.C. § 330(a)(1)(A). The attorneys requesting compensation from the bankruptcy estate bear the burden of demonstrating to the Court that the services performed and fees incurred were reasonable.

13. In determining the amount of reasonable compensation to be awarded, the Court shall consider, pursuant to Section 330(a)(3) of the Bankruptcy Code, the nature, extent, and the value of such services, taking into account all relevant factors, including: (A) the time spent on such services, (B) the rates charged for such services, (C) whether the services were necessary to

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<sup>2</sup> Reed Smith’s fees and expenses currently incurred during the Post-Effective Date Period through April 25, 2014 are attached as Exhibit C. These Post-Effective Date Period amounts are not included in the Compensation Period summaries found in Exhibit A.



the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title, (D) whether the services were performed within a reasonable time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed, (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy filed, and (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title. See 11 U.S.C. § 330(a)(3)(A)-(F).

14. To date, Reed Smith has filed one hundred fifty-one (151) monthly fee applications for the period April 2, 2001 through January 31, 2014 and fifty (50) interim fee applications for the period April 2, 2001 through December 31, 2013 (collectively, “Fee Applications Filed to Date”).

15. This Court has previously approved on an interim basis Reed Smith’s requested compensation in the amount of \$17,974,652.35 and expenses in the amount of \$2,056,764.13 for the period April 2, 2001 through January 31, 2014.

16. Descriptions of the services rendered for or on behalf of the Debtors as their special asbestos products liability defense counsel and the time expended are set forth in each of the Fee Applications Filed to Date. Accordingly, this Application incorporates by reference all Fee Applications Filed to Date. Reed Smith now seeks final approval of all fees and expenses previously requested in the Fee Applications Filed to Date.

### **III. ANALYSIS AND NARRATIVE DESCRIPTION OF SERVICES RENDERED AND TIME EXPENDED**

17. Section 330(a) of the Bankruptcy Code provides, in pertinent part, that bankruptcy courts may award “reasonable compensation for actual, necessary services rendered by the

trustee, examiner, professional person, or attorney and by any paraprofessional employed by any such person.” See 11 U.S.C. § 330(a)(1)(A). The attorneys requesting compensation from the bankruptcy estate bear the burden of demonstrating to the Court that the services performed and fees incurred were reasonable.

18. In determining the amount of reasonable compensation to be awarded, the Bankruptcy Court shall consider, pursuant to Section 330(a)(3) of the Bankruptcy Code, the nature, extent, and the value of such services, taking into account all relevant factors, including: (A) the time spent on such services, (B) the rates charged for such services, (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title, (D) whether the services were performed within a reasonable time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed, and (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title. See 11 U.S.C. § 330(A)-(E).

19. During the course of these cases, Reed Smith charged and now requests those fees that are customary and charged by most counsel in this marketplace for similar Chapter 11 cases. Billing rates set forth in Reed Smith’s Summary of Professionals and Paraprofessionals Rendering Services During the Compensation Period represent customary rates routinely billed to the firm’s many clients. (See Exhibit A.) Here, the compensation requested does not exceed the reasonable value of the services rendered. Reed Smith’s standard hourly rates for work of this nature are set at a level designed to fairly compensate Reed Smith for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses.

20. In addition, as set forth in its retention application, the Debtors believed that the retention of Reed Smith as its special asbestos products liability defense counsel would be cost-effective and efficient.

21. Further, the Debtors sought to retain Reed Smith as their special asbestos products liability defense counsel due to its extensive experience and knowledge of asbestos products liability litigation, and because of its expertise, experience and knowledge of certain asbestos-related matters that were likely to arise for the Debtors during the course of these cases.

22. Reed Smith believes that the Application and the description of services set forth herein for work performed are in compliance with the requirements of Del.Bankr.L.R.2016-2, the Interim Compensation Order, the Plan and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustees. A true and correct copy of the Verification of Douglas E. Cameron is attached hereto as Exhibit D.

WHEREFORE, Reed Smith respectfully requests final allowance of compensation for professional services rendered during the Compensation Period in the amount of \$18,029,661.35 and final reimbursement of expenses in the amount of \$2,056,784.13 and final payment according to the procedures set forth in the Administrative Order. In addition, by this Application, Reed Smith requests approval and payment of fees and expenses during the Post-Effective Date Period that were incurred in connection with the fee application process in the total amount of \$20,556.60 for the period February 4, 2014 through April 25, 2014, and for an additional amount not to exceed \$12,000.00 in connection with any remaining fees or costs to be incurred in the fee application process.

Dated: May 5, 2014  
Wilmington, Delaware

REED SMITH LLP

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Special Asbestos Products Liability Defense  
Counsel to the Debtors